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Brief Description of Business

U.S. POST OFFICE DELAYED

UNITED STATES
SECURITIES AND EXCHANGE COMMESSION
Washington, D.C. 20549

FORM D

.IAN 29 2002

NOTICE OF SALE OF SECURITIES 364
PURSUANT TO REGULATION DE SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response... 1

Prefix Serial

DATE RECEIVED

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Name of Offering (check if this is an amendment and	d name has chang		change.) 21—3943	9
Filling Under (Check box(es) that apply): [] Rule 504	[X] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendment				<i>.</i>
				PROCESSE
A. BASIC I	IDENTIFICATION	DATA		FEB 2 1 2002
Enter the information requested about the issuer				THOMSON FINANCIAL
Name of Issuer (check if this is an amendment and r Visionaire Technology Corporation	name has change	d, and indiciate ch	ange.)	unterview and an analysis as abunquist as
Address of Executive Offices (Number and Streache Area Code) 48501 Warm Springs Blvd., Suite 107, Fremont, CA			phone Number (Ind	cluding
Address of Principal Business Operations (Number (Including Area Code) (if different from Executive Offices) Same as above			Telephone Numb	per

Type o	f Business Orga	anization									٠.
[X]co	orporation	[]	limited	partnership,	, alrea	dy f	ormed	[]	other (ple	ease sp	ecify):
[] bus	siness trust	[]	limited	partnership,	, to be	for	med				
				Month	Ye	ar					
Actual Organi	or Estimated Da zation:	ate of Incorpor	ation or	[1]1]	[0] 1	1		[X]Act	ual [] Estimated
Jurisdi	ction of Incorpor	ration or Orgar					Postal Servicher foreign ju				
William to the state of the sta		a ghairin shife shife samaa Para iyo badii i haddii shaa ka cacaa	A. E	BASIC IDEN	ITIFIC	ATI	ON DATA			obs III Iaac II (VacColo	
2. Ente	er the information	·			en or	gani	zed within the	e past fiv	e years;		The Community of C
•	Each benefici				or dis	pos	e, or direct th	e vote or	dispositi	on of, 1	0% or more
•	Each executive partnership is		lirector o	of corporate	issue	rs a	nd of corpora	te genera	al and ma	anaging	partners of
•	Each general	and managing	partner	of partners	hip iss	suer	S.				
Check Apply:	Box(es) that	[X Promote]	∍r [x]	Beneficial Owner	ĮΧ]	Executive Officer	[X]	Director	[X]	General and/ Managing Partner
					200000000000000000000000000000000000000	**********					

Check Box(es) that Apply:	[] Promoter [>	k] Beneficial Owner	[]	Executive Officer	[X] Director	[]	General and/o Managing Partner
Full Name (Last name Hoang, Khoi N.	first, if individual)	reg. 1996 to 61886 La Block & County American Process	Managaran da ana ara-ara-ara-ara-ara-ara-ara-ara-ara-ar		andre control and an infection could be controlled to the control and an infection of the cont		anne d'année de de comment de constant
Business or Residenc 48501 Warm Springs	-	·		Zip Code)			
Check Box(es) that Apply:	[] Promoter [x	(] Beneficial Owner	[]	Executive Officer	[x] Director		General and/or Managing Partner
Full Name (Last name Shi, Wenjun	first, if individual)			a material of the control of the first of th	t te la comment de la commentación		annual residencia su secunda con de Canada.
Business or Residence 48501 Warm Springs		,		Zip Code)	man sepana nerekan kerangan dan di Salah Sal		ne Stationer-valler interest y 2 and in Edit (1992)
Check Box(es) that Apply:	[] Promoter [x	z] Beneficial Owner	[]	Executive Officer	[x] Director	[]	General and/or Managing Partner
Full Name (Last name Wang, Wei	first, if individual)					The second se	n i commendata a destre Col. Na colar persona.
Business or Residence	•	•		Zip Code)			na ang ang ang ang ang ang ang ang ang a
Check Box(es) that	[] Promot [] Beneficial	[]	Executive	[] Director	[]	General and/or

48501 Warm Springs Blvd., Suite 107, Fremont, CA 94539

Apply:		er	Owner		Officer			Managing Partner
Full Name (Last name	first, if i	ndividual)						
Business or Residence	Addre	ss (Number ar	nd Street, City,	State, 2	Zip Code)		n Callada (n. 17 a Lucaco) en de Arica (n. 17	and makes a suppositive fundamental and supposed to the supposition of
Check Box(es) that Apply:	[]	Promot [] er	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name	first, if i	ndividual)						
Business or Residence	Addre	ss (Number ar	nd Street, City,	State, 2	Zip Code)		and down a broad color factor and a set of the down and the second	
Check Box(es) that Apply:	[]	Promot [] er	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name	first, if i	ndividual)						
Business or Residence	Addre	ss (Number ar	nd Street, City,	State, 2	Zip Code)			
(Use bl	ank sh	eet, or copy a	and use additi	onal co	ppies of this sl	neet, as	necessary.)	
		B. IN	FORMATION A	ABOUT	OFFERING			
Has the issuer sold, offering?	or does	s the issuer int	end to sell, to r	non-acc	redited investo	rs in this	_	res No
Answer also in Append	lix, Colı	ımn 2, if filing	under ULOE.					
2. What is the minimun	n invest	ment that will	be accepted fro	om any	individual?	••••••	\$	
3. Does the offering pe	rmit joi	nt ownership o	of a single unit?	•••••		•••••	Y	'es No] []

indired sales o or dea If more	tly, any c of securiti ler registe than five	ommissio es in the ered with e (5) perso	n or simil offering. I the SEC a ons to be	ar remund f a persor and/or wit listed are	n to be list in a state associate	r solicitati ted is an a or states, ed persor	on of pure associate list the n	chasers ir d person ame of th	connect or agent o e broker	ion with of a broke or dealer.	er	
Full Na	ime (Last	name fire	st, if indiv	idual)								
Busine	ss or Res	sidence A	ddress (N	lumber a	nd Street,	City, Sta	te, Zip Co	ode)				
Name	of Associ	ated Brok	er or Dea	aler								
							it Purcha	sers				
(Check	in Which Person Listed Has Solicited or Intends to Solicit Purchasers ("All States" or check individual States)											
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Name	of Associ	ated Brok	er or Dea	ler								
States	in Which	Person L	isted Has	Solicited	or Intend	s to Solic	it Purcha	sers				
(Check	c"All Stat	es" or che	eck individ	dual State	s)					[]	All States	}
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Full Na	ime (Last	: name fir	st, if indivi	idual)					an part on the same and the same			

Busine	ss or Res	sidence A	ddress (N	lumber a	nd Street,	City, Sta	te, Zip Co	ode)				
Name (of Associ	ated Brok	er or Dea	iler								
States	in Which	Person L	isted Has	Solicited	or intend	ls to Solic	it Purcha	sers				a Programma Constitution (Constitution Constitution Const
Check	: "All Stat	es" or che	eck individ	dual State	es)	•••••				1] All State	s
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			nk sheet,							and the same and t		
1 Enta	r the agg	regate of	fering pric	"none" or	r "zero." If	the trans	action is	an exchai	nge offeri	ng,		
already check t	his box "	and indic	eate in the changed.	columns	below the	e amount	s of the s	ecurities d	offered for			
already check f exchan	his box "	and indic	ate in the	columns	below the	e amount	s of the s	ecurities c	offered for		Aggregat e Offering Price	Amount Already Sold
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[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$350,000	\$350,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	I	
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	6	\$350,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the The information may be given as subject to future contingencies. If the amount of an experis not known, furnish an estimate and check the box to the left of the estimate.	issuer.	
Transfer Agent's Fees		[] \$
Printing and Engraving Costs		[] \$
Legal Fees		[x] \$500.00
Accounting Fees		[] \$
Engineering Fees		[]\$
Sales Commissions (specify finders' fees separately)		[]\$
Other Expenses (identify)		[]\$
Total		[] \$500.00
 b. Enter the difference between the aggregate offering price given in response to Part C - and total expenses furnished in response to Part C - Question 4.a. This difference is the "agross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. 	adjusted	\$349,500
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[]\$
Purchase of real estate	[] \$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[]\$
Construction or leasing of plant buildings and facilities	[] \$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	[]\$
Repayment of indebtedness	[]	[]\$

		\$	
Working capital		[X] \$350,0	000 []\$
Other (specify):		[] \$	[]\$
		[] \$	[]\$
Column Totals		[] \$	[]\$
Total Payments Listed (column totals added)		[X] \$350,0	000
D. FE	DERAL SIGNATURE		
The issuer has duly caused this notice to be signed under Rule 505, the following signature constitutes Exchange Commission, upon written request of its investor pursuant to paragraph (b)(2) of Rule 502.	an undertaking by the issuer t	to furnish to the U.S.	Securities and
Issuer (Print or Type)	Signature	Date	
Visionaire Technology Corporation	C. P. Ch	12/5/01	
Name of Signer (Print or Type)	Title of Signer (Print or	r Type)	
C. P. Chang	Issuer's Counsel		
ATTENTION	тититин режиний на постоя поружений на наприменений применений на наприменений на наприменений на наприменений		Alexandra de la servicio de la constanta de la
Intentional misstatements or omissions of fa 1001.)	ct constitute federal crimina	l violations. (See 18	U.S.C.
E. S	TATE SIGNATURE		Portugue at the second of the
1. Is any party described in 17 CFR 230.262 prese rule?		•	of such Yes No
See Appendix,	Column 5, for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

issuer (Print or Type)	Signature Date
Visionaire Technology Corporation	C. P. Chay 12/5/01
Name of Signer (Print or Type)	Title (Print or Type)
C. P. Chang	Issuer's Counsel

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	Intend to to non- accredit investor (Part B-	ed s in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of inves amount purc (Part C-Item	hased in State	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	· Yes	No
AL									
AK									
AZ			andre de la companya				alleneda Milanes e e e e e e e e e e e e e e e e e e		
AR									
СА	X		Equity \$350,000	6	\$350,000				Х
со									

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